

**CITY OF ATLANTA**

**DEPARTMENT OF FINANCE  
REQUEST FOR QUALIFICATIONS  
FOR  
FC-8110, UNDERWRITING SERVICES**



**J. ANTHONY "JIM" BEARD  
CHIEF FINANCIAL OFFICER  
DEPARTMENT OF FINANCE**



## CITY OF ATLANTA

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CHIEF FINANCIAL OFFICER  
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March 12, 2015

### ATTENTION INTERESTED RESPONDENT:

Your firm is hereby invited to submit to the City of Atlanta (the "City"), Department of Finance (the "DOF"), a qualified statement for FC-8110, Underwriting Services. The City is seeking qualification statements from Investment Banking Firms with significant experience to provide underwriting services.

The last date to submit questions will be Wednesday, March 18, 2015, at 3:00 P.M. Questions may be sent to Maria Runnels, Investment Relations Manager, via email at [mrunnels@atlantaga.gov](mailto:mrunnels@atlantaga.gov). Questions will be responded to in the form of an addendum.

Your response to this Request for Qualifications ("RFQ") must be received by designated staff of the Department of Finance at 55 Trinity Avenue, S.W., City Hall South, Suite 1900, Atlanta, GA 30303, no later than 2:00, P.M., on Tuesday, April 7, 2015. Any Qualification Statements received after this time will not be considered and will be rejected and returned.

Respondents' names will be publicly read at 2:00 P.M. on the respective due date in Suite 1900, 1<sup>st</sup> Floor, 55 Trinity Avenue, S.W., City Hall South, Atlanta, GA 30303.

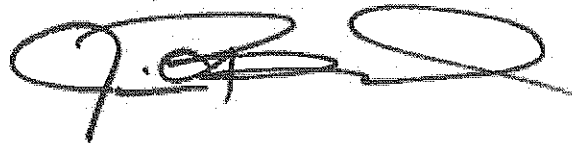
This RFQ is being made available by electronic means. If acceptable by such means, then the Respondent acknowledges and accepts full responsibility to ensure that no changes are made to the RFQ. In the event of a conflict between a version of the RFQ in the Respondent's possession and the version maintained by DOF, the version maintained by DOF shall govern.

Respondents are required to email their business name, contact person, address, phone number, fax number and the project number to Maria Runnels, at [mrunnels@atlantaga.gov](mailto:mrunnels@atlantaga.gov) to be placed on the Plan Holders List. Failure to do so may prevent you from receiving any addenda that are issued.

Request for Qualifications  
FC-8110, Underwriting Services  
March 12, 2015  
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The City reserves the right to cancel any and all solicitations and to accept or reject, in whole or in part, any and all responses when it is for good cause and in the best interest of the City. Thank you for your interest in doing business with City of Atlanta.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. Anthony' followed by a stylized flourish.

J. Anthony "Jim" Beard

**REQUEST FOR QUALIFICATIONS  
FC-8110, UNDERWRITING SERVICES**

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**CITY OF ATLANTA  
REQUEST FOR QUALIFICATION STATEMENTS;  
FC-8110, UNDERWRITING SERVICES**

**Part 1: Information and Instructions to Respondents**

**1.1 Definitions:** The following definitions shall apply when used throughout this Request for Qualifications ("RFQ"):

**1.1.1 Firm(s):** Means any individual, partnership, corporation, association, joint venture or other legal entity permitted by law to offer the services sought through this solicitation.

**1.1.2 Respondent:** Means each Firm submitting a Qualification Statement in response to this RFQ.

**1.1.3 Qualification Statement:** Means a written response to this RFQ prepared by a Respondent and submitted to the City of Atlanta's ("City") Department of Finance ("DOF").

**1.2 Services Being Pre-Qualified:** The City is seeking Qualification Statements from qualified investment banking firms to provide underwriting services. The firms selected will serve as members of a pool and may be selected from time to time to participate as part of an underwriting team for some or all of the City's financing program.

**1.3 Method of Source Selection:** The firms selected will serve as members of a pool and may be selected from time to time to participate as part of an underwriting team for some or all of the City's financing program. The City anticipates creating five (5) underwriting teams A thru E, which will consist of a broad representation of national, regional and minority owned firms. The City reserves the option, at its sole discretion, to increase or decrease this number of underwriting teams. Each will consist of a rotating senior manager team and a list of co-managers within each team. Co-manager could move up to serve as senior manager during the four (4) year issuance period. Performance reviews of each syndicate member will be conducted after each bond transaction. The selection of firms for additional bond transactions will depend heavily upon their past performance on the issuer's transactions. The City may add or remove firms from the pool at any time based upon factors including, but not limited to: performance, change in staff on firm organization, and/or change in M/WBE certification or ownership status.

**1.3.1** This RFQ is being conducted in accordance with all applicable provisions of the City's Code of Ordinances ("Code"), including, without limitation, Section 2-1199. By submitting a Qualification Statement, the Respondent acknowledges that it is

familiar with all laws applicable to this RFQ, including, but not limited to, the City's Code and Charter, which laws are incorporated into this RFQ by this reference.

- 1.3.2 This Qualified List will be in effect for four (4) years. The City reserves the option, at its sole discretion, to terminate the List and issue another RFQ to qualify another list of underwriters prior to the four (4) years.

**1.4 Minimum Qualifications:** Respondents must meet all of the minimum qualifications set forth in the RFQ to be deemed qualified to further participate in the procurement process including:

- 1.4.1 Respondent firm, or Principal of the Respondent Firm, must have participated as a book-running Senior Manager on (5) \$25 million Par Bond transactions or as Co-Manager on (10) transaction since 2010.

- 1.4.2 Respondent firm, or Principal of the Respondent Firm, must have participated in any combination as a Senior Manager or Co-Manager on at least (10) General Obligation, Water & Wastewater, and Airport bond transactions since 2010.

- 1.4.3 Lead member of the respondent firm must have a minimum of 12 years of professional experience in municipal bond underwriting

**1.5 Procurement Questions; Prohibited Questions:** Any questions regarding this RFQ should be submitted in writing to City's contact person, Maria Runnels; Interim Debt Manager; Department of Finance; 68 Mitchell Street, S.W.; Suite 13100; Atlanta, Georgia, 30303; e-mail [mrunnels@atlantaga.gov](mailto:mrunnels@atlantaga.gov), on or before **Wednesday, March 18, 2015, at 3:00 PM EST**. Questions received after the designated period will not be considered. Any response made by the City will be provided in writing to all Respondents by addendum. It is the responsibility of each Respondent to obtain a copy of any Addendum issued for this RFQ by monitoring the City's Website at <http://www.atlantaga.gov/index.aspx?page=482> or by visiting the City Department of Procurement's Plan Room, which is open during posted business hours, Suite 1900, 1<sup>st</sup> Floor, 55 Trinity Avenue, S.W., Atlanta, Georgia 30303. No Respondent may rely on any verbal response to any question submitted concerning this RFQ. All Respondents and representatives of any Respondent are strictly prohibited from contacting any other City employees or any third-party representatives of City on any matter having to do with this RFQ. All communications by any Respondent concerning this RFQ must be made to the City's contact person, or any other City representatives designated by the Chief Procurement Officer in writing. Contact with persons other than the City's authorized contact person could result in the disqualification of the qualification submitted.

Respondents are expected to raise any questions, exceptions, or additions they have concerning the RFQ document prior to the submission of the Qualification Statement. RFQ questions may be submitted until the date/time via email (no phone or verbal questions will be accepted). The City is not responsible for the delivery or timeliness of the delivery of any questions submitted. It is the sole responsibility of the Respondent to ensure delivery of addendum.

If a Respondent discovers any significant ambiguity, error, conflict, discrepancy, omission, or other deficiency exists in the RFQ, the Respondent should immediately notify the Contact Person of such error and request modification or clarification of the RFQ document. In the event that it becomes necessary to provide a correction or clarification which revises any part of this RFQ, a written addendum will be posted on the DOP Website.

**1.6 Request for Qualifications Deadline:** Qualification Statements submitted pursuant to this RFQ must be received by the City's Department of Procurement, 55 Trinity Avenue, S.W., City Hall, Suite 1900, Atlanta, Georgia 30303-0307 no later than **2:00 P.M. EST. on Tuesday, April 7, 2015.** Any Qualification Statement received after this time will not be considered and will be rejected and returned.

**1.7 Selection Process:** Upon receipt and review of Qualification Statements, the City, at its sole discretion, shall determine which Respondents are qualified based on the City's Code of Ordinances and this RFQ. The City will notify each Respondent in writing of the City's determination.

The City reserves the right to contact any Respondent that submits a Qualification for purpose of qualification clarification or other discussion as deemed necessary after Qualifications have been submitted and read.

The following table provides the anticipated RFQ Timetable. The City reserves the right, at its sole discretion, to modify the Timetable.

RFQ Deliverable	Date
Issue RFQ	March 12, 2015
Deadline to Submit Questions to COA	March 18, 2015
COA Responses to Questions Due	March 24, 2015
RFQ Due Date	April 7, 2015

**1.8 Submission of Qualification Statement:** Each Respondent must submit a complete Qualification Statement in accordance with the requirements of this RFQ. The format mandated by this RFQ is not negotiable. Submittal Forms must be completed in full. All blank spaces must be typed or legibly hand written in blue ink.



- 1.8.1 Qualifications Statements shall be signed by hand by a principal of the Respondent with the authority to enter into a Contract with the City. **Joint Ventures or partnerships must designate one (1) individual to represent the joint venture/partnership in submitting and executing a Qualification Statement.** Each Respondent is responsible for the preparation of its Qualification Statement and the costs of preparing and submitting them.
- 1.8.2 Each Respondent acknowledges and agrees that each Qualification Statement when submitted to the City will become the property of the City, without compensation to a Respondent, for the City's use, at its sole discretion.
- 1.8.3 Qualification Statements must be submitted in sealed envelope(s) or package(s) and the outside of the envelope(s) or package(s) must clearly identify the name of the project: FC-8110, Underwriting Services – Respondent Qualification Statement and the name and address of Respondent. Qualifications sent by facsimile or email will not be accepted. All Qualification Statements must be submitted to:

**City of Atlanta  
Department of Procurement  
55 Trinity Avenue, S.W.  
City Hall South, Suite 1900  
Atlanta, Georgia 30303-0307  
c/o Maria Runnels  
Investor Relations Manager**

A Respondent must submit **one (1) signed original and eight (8) copies** of its Qualification Statement. Each Qualification Statement must be submitted on 8½" x 11" single-sided, typed pages, using 12-point font size and such pages must be inserted in a standard three-hole ring binder. The City specifically requests that all Respondents limit their Qualification Statement to the information requested. All Qualification Statements shall be limited to a maximum of 20 single-sided pages (8.5 x 11) excluding required attachments, such as Resumes, or other information you deem pertinent to be placed in the appendices. Each Qualification Statement must contain an index and separate sections for the information requirements set forth in this RFQ, as well as for the Forms required to be submitted.

- 1.9 Rejection of Qualification Statements; Cancellation of Solicitation; Waiver of Technicalities:** The City reserves the right to reject any Qualification Statement or all Qualification Statements or to waive any technical defect in a Qualification Statement. The City also may cancel this procurement at any time in accordance with the Code.

**1.10 Georgia Open Records Act.** Information provided to the City is subject to disclosure under the Georgia Open Records Act ("GORA"). Pursuant to O.C.G.A. § 50-18-72(a)(34), "[a]n entity submitting records containing trade secrets that wishes to keep such records confidential under this paragraph shall submit and attach to the records an affidavit affirmatively declaring that specific information in the records constitute trade secrets pursuant to Article 27 of Chapter 1 of Title 10 [O.C.G.A. § 10-1-760 et seq.]."

**1.11 Representation:** By submitting a Qualification Statement to the City, Respondent acknowledges and represents that: (a) the accompanying Qualification Statement is made by a person or business entity that is neither a high cost lender nor a predatory lender, nor is the Respondent an affiliate of a high cost lender or a predatory lender, as defined by Code Section 58-102; (b) it has read the entire RFQ and acknowledges that Respondent shall be bound by the terms and conditions stated herein; (c) the signatory to the Qualification Statement is the Respondent (or Respondent's duly authorized agent or employee) with the authority to bind Respondent hereto; (d) any information or disclosure provided on **Form 1 Respondent Disclosure Form** is an accurate representation up to and including the date Respondent submitted its Qualification Statement to the City; and it agrees that it will voluntarily notify the City immediately if any information or disclosure provided to the City during any part of this procurement process changes, is no longer accurate or would be misleading in any way.

**1.12 Availability of Electronic Documents.** This RFQ is being made available by electronic means. By responding to this RFQ, Respondent acknowledges and accepts full responsibility to ensure that it is responding to the correct form of RFQ, including any addenda issued by the City's Department of Procurement. Respondent acknowledges and agrees that in the event of a conflict between the RFQ in the Respondent's possession and the version maintained by the DOF, the version maintained by the City's DOF shall govern. The RFQ document is available at <http://www.atlantaga.gov/index.aspx?page=482>

## **Part 2: Contents of Qualification Statement/Required Submittals**

**2.1 Qualification Statement Format:** A Respondent must submit a complete Qualification Statement in response to this RFQ in a specified format. No other format will be considered. The Qualification Statement must consist of the following:

**2.1.1 Information Drafted and/or Provided By a Respondent:**

- 2.1.1.1 Table of Contents;
- 2.1.1.2 Executive Summary;
- 2.1.1.3 Respondent Contact Directory;
- 2.1.1.4 Experience and Qualifications;
- 2.1.1.5 Organizational Structure and Key Personnel; and
- 2.1.1.6 Disclosures

**2.1.2 Information Provided by a Respondent on Forms Provided by the City in this RFQ:**

- 2.1.2.1 Form 1: Respondent Disclosure Form;
- 2.1.2.2 Form 2: Respondent Financial Disclosure;
- 2.1.2.3 Form 3: Acknowledgement of Addenda;
- 2.1.2.4 Form 4: Respondent Contact Directory; and
- 2.1.2.5 Form 5: Client References

**2.2. Information Requirements Details:** The following is a more detailed summary of the requirements of certain portions of the Qualification Statement:

**2.2.1 Table of Contents:** The Qualification Statement shall contain a detailed table of contents listing sections and subsections that correspond to the requirements of the RFQ. The table of contents shall also list all tables, appendices, figures, etc. contained in the Qualification Statement.

**2.2.2 Executive Summary:** The Executive Summary shall provide an overview of Respondent's qualifications to provide underwriting services. The information to be provided in the Executive Summary includes:

- 2.2.2.1 Complete legal name, brief history of Respondent including size of the Firm, number of employees, contact name, address, phone number and facsimile number and legal structure of Firm responding to this RFQ and a listing of major satellite offices;
- 2.2.2.2 The general and specific capabilities and experience of Respondent relative to underwriting services;

2.2.2.3 Any special recognition(s) Respondent has received in the past ten (10) years for Underwriting Services; and

2.2.2.4 A declarative statement as to whether the Respondent has an open dispute with the City or is involved in any litigation associated with work in progress or completed in both the private and public sector during the past five (5) years.

**2.2.3 Contact Directory:** The Contact Directory, accomplished by completing and submitting **Form 4 Contact Directory**, is intended to provide the City with a centralized, easily identified source of important contacts and other information regarding Respondent. The directory should include the names, positions/titles, firms, mailing addresses, and phone and fax numbers and (when possible) e-mail addresses for each of the following:

2.2.3.1 At least two (2) individuals, one (1) primary and one (1) secondary who are authorized to represent Respondent for purposes of this RFQ and

2.2.3.2 If the Respondent includes multiple Firms, Respondent must provide contact information on the Contact Directory for each individual member of the Respondent.

**2.2.4 Experience and Qualifications:**

Qualifications shall include the following items in the following sequence and each item shall appear on a table of contents page. Restate each question as written and numbered and provide response.

**1. Firm History, Background, Experience**

- a. Provide name and address of Firm, as well as a brief description of Firm including the year Firm was organized.
- b. State which of the following categories best describes your firm: National, regional, certified Minority Owned Business Enterprise/Women Owned Business Enterprise.
- c. Describe Firm's experience, expertise, and capabilities with respect to the planning, structuring, and execution of financial transactions, and securities marketing and distribution.
- d. Please list your firm's experience as senior book-running manager of General Obligation, Tax Increment, Airport, Water & Sewer and Special

Purpose Tax Revenue related bond issues since January 1, 2009. (Please list the par value, issuer name, purpose, ratings and approximate date of offering.) In addition, state the aggregate amount of such issues.

- e. Please list your firm's experience as co-senior and co-manager of General Obligation, Tax Increment, Airport, Water & Sewer and Special Purpose Tax Revenue bond issues during the same period. (Please list the par value, issuer name, purpose, ratings and approximate date of offering.) In addition, state the aggregate amount of such issues.
- f. The City is interested in creative yet prudent new financing mechanisms and structures at minimal cost. Briefly describe innovative financial techniques and programs which have been utilized by your firm. Describe how they might specifically apply to the City. List transactions in which you implemented these techniques in your role as senior managing underwriter.
- g. Describe any special expertise which your firm has in any particular segment of the municipal industry.

## **2. Background, Availability, Experience, and Qualifications of Personnel**

- a. Identify the lead banker(s) for the Firm who would be involved in potential engagements with the City and provide contact information and a description of their background and experience in providing services as described in this RFQ. If lead banker(s) vary by type of transaction, indicate accordingly.
- b. For each banker identified, give their office location and provide a statement of availability to the City, and whether or not such individuals have the capacity to commit the capital of Firm.
- c. Provide experience and qualifications for other key staff who would be involved in potential engagements with the City.
- d. Provide experience and qualifications for Firm's lead trading desk personnel who will be responsible for the pricing of securities for the City under potential engagements under this RFQ.

## **3. Marketing and Distribution**

Please describe your firm's underwriting capabilities with specific emphasis on:

- a. Underwriting capacity and experience with General Obligation, Tax Increment, Airport, Water & Sewer and Special Purpose Tax Revenue related bond transactions.
- b. Describe how your firm would conduct the pricing of a negotiated bond sale to ensure the lowest possible cost of capital for the City.
- c. Describe what distinguishes the ability of Firm from that of your competitors to price and market the City's debt.
- d. List specific recommendations to improve the marketing and pricing of the City's debt.
- e. Please provide a breakdown of where your firm has sold bonds between the periods of January 1, 2014 to December 31, 2014 from underwriting, i.e., institutional account (show top tier and mid-tier breakdown), retail, and other broker dealers.
- f. Please indicate the maximum underwriting commitment undertaken by your firm for a municipal transaction during the past three years, including the name of the issuer, issue name, date, date, par, role and commitment.
- g. Provide one example of a transaction that you feel best demonstrates your firm's ability to market bonds under challenging market conditions. At a minimum, include a summary of the structure of the issue, market conditions at pricing, the amount of unsold bonds the firm underwrote, the resulting interest rate for the transaction and other comparable transactions priced on or about the same time.

#### **4. Financial Condition**

- a. Provide the following information from Firm's most recent NASD quarterly FOCUS Report and a copy of the Report:
  - i. Total Capital;
  - ii. Total Equity;
  - iii. Net Excess Capital;
- b. Provide your most recent Audited Financials; and
- c. Complete and Submit Form 2.

## **5. Regulatory Compliance**

- a. Over the past three years, has your firm or any of its affiliates or parent, or any officer or principal been involved in any material litigation, administrative proceedings, violation of or investigation for any regulatory agency rules (SEC, MSRB, FINRA, NYSE)? If so, provide an explanation and indicate the current status. If selected for the team, you will be required to disclose such information within 30 days after you know or should know of it. A failure to do so will be sufficient grounds for City to remove a firm from the pool or the consideration for future pools.
- b. Please provide a letter of assurance from your General Counsel or other appropriate official that, to the best of their knowledge or belief, your company is not currently under formal investigation for violations or in violation of any regulatory agency rules (SEC, MSRB, FINRA, NYSE) or others. Such letter may explain the nature of any investigation or violation, if appropriate. Please provide an explanation of any action taken or settlements entered into with your company regarding your company or employees that are public in nature.

## **6. Business Relationships**

- a. Please disclose all contractual or informal financial arrangements, including joint accounts, fee-splitting, profit-sharing and consulting agreements of your firm. Specify any and all such relations regarding the RFQ. The disclosure must be complete, accurate and in sufficient detail to permit the City to make informed decisions as to with whom and upon what basis the business of the City is being conducted. If selected to the pool, you will be required to disclose such information promptly on a continual basis.
- b. Describe any potential conflicts of interest your firm may have regarding this RFQ. Include any activities of affiliated or parent organizations, brokerage activities, investment banking activities or any existing or prior arrangements or relationships.
- c. Describe the material developments in your firm (changes in ownership, personnel, business, etc.) over the past three years. Describe any staffing changes (including additions and departures) in the public finance or municipal bond department undergone in the last 12 months.

## **7. Firm Location**

- a. State whether your firm maintains its headquarters, or other offices, in metropolitan Atlanta and the number of your firm's employees who are

employed in metropolitan Atlanta. Specify separately the municipal bond professionals located in the metropolitan Atlanta office.

- b. Describe your firm's corporate citizenship and commitment to the City, including local procurement of goods and services, development or participation in internship programs or scholarships, and policies with regard to the use of women-owned, minority-owned and small business enterprises.
- d. Does your firm pay City of Atlanta taxes, and, if so, what type of taxes? Describe any existing disputes or proceedings between your firm and the City of Atlanta regarding the payment of taxes.

#### **8. Firm Information / Equal Employment Opportunity**

- a. Does your firm qualify as a women-owned or minority-owned business as defined by regulations of the City?
- b. Describe your firm's equal employment opportunity policies and programs. Identify all adverse determinations against your firm, or its employees or persons acting on behalf, with respect to actions, proceedings, claims or complaints concerning violations of Federal, State or City equal employment opportunity laws.
- c. Identify all adverse determinations against your firm, or its employees or persons acting on its behalf, with respect to actions, proceedings, claims or complaints concerning violations of Federal, State or City equal employment opportunity laws.
- d. Has your firm, or any of its employees, or anyone acting on its behalf, ever been convicted of any crime or offense arising directly or indirectly from the conduct of your firm's business, or has any of your firm's officers, directors or persons exercising substantial policy discretion ever been convicted of any crime or offense involving financial misconduct or fraud? If so, describe any such convictions and surrounding circumstances in detail.
- e. Has your firm, or any of its employees, or anyone acting on its behalf, been indicted or otherwise charged in connection with any criminal matter arising directly or indirectly from the conduct of your firm's business which is still pending, or has any of your firm's officers, directors or persons exercising substantial policy discretion been indicted or otherwise charged in connection with any criminal matter involving financial misconduct or fraud which is still pending? If so, describe any such indictments or charges and surrounding circumstances in detail.



f. Form 5 must be completed and submitted in its entirety.

**2.3 Disclosures:** Respondent must fully complete and submit **Form 1 Respondent Disclosure Form** and **Form 2 Respondent Financial Disclosure**. Form 1 and Form 2 must be completed by each member of the Respondent, if applicable. In addition, each Form must be completed on behalf of the Respondent. In the event the Respondent is newly-formed (as defined on Form 2), its representative must declare that the Respondent is newly-formed and has insufficient information to respond to the questions on the form.

**2.4 Submittals:** The following checklist is provided to assist the Respondent in preparing and submitting its Qualification Statement and is included solely for the Respondent's convenience. **Notwithstanding this checklist, Respondents are advised that all submittals required by this RFQ must be fully completed and, if applicable, signed, sealed, witnessed and notarized.**

Required Qualification Statement	<u>Check (v)</u>
Check Sheet	
Executive Summary	
Table of Contents	
Experience and Qualifications	
Organizational Structure and Key Personnel	
Form 1: Respondent Disclosure Form	
Form 2: Respondent Financial Disclosure	
Form 3: Acknowledgement of Addenda	
Form 4: Contact Directory	
Form 5: Client Reference	

### Part 3: Review of Qualification Statement

All Qualification Statements will be reviewed in accordance with this RFQ and applicable law, including the City's Code of Ordinances. Respondents will be determined to be qualified or not-qualified based on their responses to the following items. The RFQ Review form is as follows:

<b>EVALUATION FORM</b>		
<b>Experience and Qualifications</b>	<b>Yes</b>	<b>No</b>
Did the Respondent, or Principal of the Respondent Firm, demonstrate experience in underwriting at least 3 bond transactions in the past ten years?		
Did the Respondent, or Principal of the Respondent Firm, participate as a book-running Senior Manager on (5) \$25 million Par Bond transactions or as Co-Manager on (10) transactions since 2010?		
Did the Respondent, or Principal of the Respondent Firm, participate as a Senior Manager or Co-Manager on at least (10) General Obligation, Water & Wastewater, and Airport bond transactions since 2010?		
<b>Organizational Structure and Key Personnel</b>	<b>Yes</b>	<b>No</b>
Did the Respondent submit an Organizational Chart depicting the management structure of the Respondent?		
Did the Respondent submit resumes for the individuals listed on the Organizational Chart?		
Does the lead member of the respondent firm have a minimum of 12 years of professional experience in municipal bond underwriting?		
Did the Respondent clearly identify the level of authority vested in each individual listed?		
<b>Respondent Disclosure</b>	<b>Yes</b>	<b>No</b>
Did the Respondent fully complete Form 1 in accordance with the instructions included on the Form?		
<b>Respondent Financial Disclosure</b>	<b>Yes</b>	<b>No</b>
Did the Respondent fully complete Form 2 in accordance with the instructions included on the Form?		

<b>Acknowledgement of Addenda</b>	<b>Yes</b>	<b>No</b>
Did the Respondent fully complete Form 3 in accordance with the instructions included on the Form?		
<b>Contact Directory</b>	<b>Yes</b>	<b>No</b>
Did the Respondent fully complete Form 4 in accordance with the instructions included on the Form?		

**A Respondent will be deemed unqualified if "No" is checked in any category above.**

#### **Part 4: Submittal Forms**

- Form 1: Respondent Disclosure Form
- Form 2: Respondent Financial Disclosure
- Form 3: Acknowledgement of Addenda
- Form 4: Respondent Contact Directory
- Form 5: Client References

**FORM 1**  
**RESPONDENT DISCLOSURE FORM**  
**DEFINITIONS FOR THE PURPOSES OF THIS DISCLOSURE**

"Affiliate"	Any legal entity that, directly or indirectly through one of more intermediate legal entities, controls, is controlled by or is under common control with the Respondent or a member of Respondent.
"Contractor"	Any person, partnership or entity having a contract with the City.
"Control"	The controlling entity: (i) possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of the controlled entity, whether through the ownership of voting securities or by contract or otherwise; or (ii) has direct or indirect ownership in the aggregate of fifty one (51%) or more of any class of voting or equity interests in the controlled entity.
"Respondent"	<p>Any individual, partnership or entity that submits a response to a solicitation.</p> <p>If the Respondent is an individual, then that individual must complete and sign this Respondent Disclosure Form where indicated.</p> <p>If the Respondent is a partnership (including but not limited to, joint venture partnership), then each partner in the partnership must complete and sign a separate Respondent Disclosure Form where indicated.</p> <p>If the Respondent is a legal entity (e.g., corporation, limited liability company), then an authorized representative of that entity must complete and sign this Respondent Disclosure where indicated.</p> <p>If the Respondent is a newly formed entity (formed within the last three years), then an authorized representative of that entity must complete and sign this Respondent Disclosure Form where indicated, and each of the members or owners of the entity must also complete and sign separate Respondent Disclosure Form where indicated.</p>

**Instructions:** Provide the following information for the entity, partner or individual completing this Disclosure (the "Individual/Entity").

**A. Basic Information:**

1. Name of Respondent:
2. Name of the authorized representative for the Respondent:

**B. Individual/Entity Information:**

Principal Office Address:

Telephone and Facsimile Numbers:

E-Mail Address:

Name and title of Contact Person for the Individual/Entity:

Is the individual/Entity authorized to transact business in the state of Georgia?

- ☐ Yes (Attach Certificate of Authority to transact business in Georgia from Georgia Secretary of State.)  
☐ No

### C. Questionnaire

If you answer "YES" to any of the questions below, please indicate the name(s) of the person(s), the nature, and the status and/or outcome of the information, indictment, conviction, termination, claim or litigation, the name of the court and the file or reference number of the case, as applicable. Any such information should be provided on a separate page, attached to this form and submitted with your Proposal.

1. Please describe the general development of the Respondent's business during the past ten (10) years, or such shorter period of time that the Respondent has been in business.

2. Are there any lawsuits, administrative actions or litigation to which Respondent is currently a party or has been a party (either as a plaintiff or defendant) during the past ten (10) years based upon fraud, theft, breach of contract, misrepresentation, safety, wrongful death or other similar conduct? YES ☐ NO ☐

3. If "yes" to question number 2, were any of the parties to the suit a bonding company, insurance company, an owner, or otherwise? If so, attach a sheet listing all parties and indicate the type of company involved. YES ☐ NO ☐

4. Has the Respondent been charged with a criminal offense within the last ten (10) years? YES ☐ NO ☐

5. Has the Respondent received any citations or notices of violation from any government agency in connection with any of Respondent's work during the past ten (10) years (including OSHA violations)? Describe any citation or notices of violation which Respondent received. YES ☐ NO ☐

6. Please state whether any of the following events have occurred in the last ten (10) years with respect to the Respondent. If any answer is yes, explain fully the circumstances surrounding the subject matter of the affirmative answer:

Whether Respondent, or Affiliate currently or previously associated with Respondent, has ever filed a petition in bankruptcy, taken any actions with respect to insolvency, reorganization, receivership, moratorium or assignment for the benefit of creditors, or otherwise sought relief from creditors? YES ☐ NO ☐

Whether Respondent was subject of any order, judgment or decree not subsequently reversed, suspended or vacated by any court permanently enjoining Respondent from engaging in any type of business practice? YES ☐ NO ☐

Whether Respondent was the subject of any civil or criminal proceeding in which there was a final adjudication adverse to Respondent which directly arose from activities conducted by Respondent. YES NO  
☐ ☐

7. Has any employee, agent or representative of Respondent who is or will be directly involved in the project, in the last ten (10) years:

(a) directly or indirectly, had a business relationship with the City? YES NO  
☐ ☐

(b) directly or indirectly, received revenues from the City? YES NO  
☐ ☐

(c) directly or indirectly, received revenues from conducting business on City property or pursuant to any contract with the City? YES NO  
☐ ☐

8. Whether any employee, agent, or representative of Respondent who is or will be directly involved in the project has or had within the last ten (10) years a direct or indirect business relationship with any elected or appointed City official or with any City employee? YES NO  
☐ ☐

9. Whether Respondent has provided employment or compensation to any third party intermediary, agent, or lobbyist to directly or indirectly communicate with any City official or employee, or municipal official or employee in connection with any transaction or investment involving your firm and the City? YES NO  
☐ ☐

10. Whether Respondent, or any agent, officer, director, or employee of your organization has solicited or made a contribution to any City official or member, or to the political party or political action committee within the previous five (5) years? YES NO  
☐ ☐

11. Has the Respondent or any agent, officer, director, or employee been terminated, suspended, or debarred (for cause or otherwise) from any work being performed for the City or any other Federal, State or Local Government? YES NO  
☐ ☐

12. Has the Respondent, member of Respondent's team or officer of any of them (with respect to any matter involving the business practice or activities of his or her employer been notified within the five (5) years preceding the date of this offer that any of them are the target of a criminal investigation, grand jury investigation, or civil enforcement proceeding? YES NO  
☐ ☐

13. Please identify any Personal or Financial Relationships that may give rise to a conflict of interest as defined below *[Please be advised that you may be ineligible for award of contract if you have a personal or financial relationship that constitutes a conflict of interest that cannot be avoided]:*

(a) Personal relationships: executives, board members and partners in firms submitting offers must disclose familial relationships with employees, officers and elected officials of the City of Atlanta. Familial relationships shall include spouse, domestic partner registered under section 94-133, mother, father, sister, brother, and natural or adopted children of an official or employee. YES NO  
☐ ☐

(b) Financial relationships: Respondent must disclose any interest held with a City employee or official or family members of a City employee or official, which may yield, directly or indirectly, a monetary or other material benefit to the Respondent or the Respondent's family members. Please describe:

YES ☐ NO ☐

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#### D. REPRESENTATIONS

**Anti-Lobbying Provision.** All respondents, including agents, employees, representatives, lobbyists, attorneys and proposed partner(s), subcontractor(s) or joint venturer(s), will refrain, under penalty of the respondent's disqualification, from direct or indirect contact for the purpose of influencing the selection or creating bias in the selection process with any person who may play a part in the selection process.

**Certification of Independent Price Determination/Non-Collusion.** Collusion and other anticompetitive practices among offerors are prohibited by city, state and federal laws. All Respondents shall identify a person having authority to sign for the Respondent who shall certify, in writing, as follows:

"I certify that this bid/proposal is made without prior understanding, agreement, or connection with any corporation, firm, or person submitting a bid or offer for the same supplies, labor, services, construction, materials or equipment to be furnished or professional or consultant services, and is in all respects fair and without collusion or fraud. I understand collusive bidding is a violation of city, state and federal law and can result in fines, prison sentences, and civil damages awards. By signing this document, I agree to abide by all conditions of this solicitation and offer and certify that I am authorized to sign for this Respondent/Offeror."

**Certify Satisfaction of all Underlying Obligations. (If Applicable)** If a Contract is awarded through this solicitation, then such Contractor should know that before final payment is made to a Contractor by the City, the Contractor shall certify to the City in writing, in a form satisfactory to the City, that all subcontractors, materialmen suppliers and similar firms or persons involved in the City contract have been paid in full at the time of final payment to the Contractor by the City or will be paid in full utilizing the monies constituting final payment to the Contractor.

**Confidentiality.** Details of the proposals will not be discussed with other respondents during the selection process. Respondent should be aware, however, that all proposals and information submitted therein may become subject to public inspection following award of the contract. Each respondent should consider this possibility and, where trade secrets or other proprietary information may be involved, may choose to provide in lieu of such proprietary information, an explanation as to why such information is not provided in its proposal. However, the respondent may be required to submit such required information before further consideration.

**Equal Employment Opportunity (EEO) Provision.** All bidders or offerors will be required to comply with sections 2-1200 and 2-1414 of the City of Atlanta Code of Ordinances, as follows: During the performance of the agreement, the Contractor agrees as follows:

The Contractor shall not discriminate against any employee, or applicant for employment, because of race, color, creed, religion, sex, domestic relationship status, parental status, familial status, sexual



orientation, national origin, gender identity, age, disability, or political affiliation. As used here, the words "shall not discriminate" shall mean and include without limitation the following:

Recruited, whether by advertising or other means; compensated, whether in the form of rates of pay, or other forms of compensation; selected for training, including apprenticeship; promoted; upgraded; demoted; downgraded; transferred; laid off; and terminated.

The Contractor agrees to and shall post in conspicuous places, available to employees and applicants for employment, notices to be provided by the contracting officers setting forth the provisions of the EEO clause.

The Contractor shall, in all solicitations or advertisements for employees, placed by or on behalf of the Contractor, state that all qualified applicants will receive consideration for employment without regard to race, color, creed, religion, sex, domestic relationship status, parental status, familial status, sexual orientation, national origin, gender identity, age, disability, or political affiliation.

The Contractor shall send to each labor union or representative of workers with which the Contractor may have a collective bargaining agreement or other contract or understanding a notice advising the labor union or workers' representative of the Contractor's commitments under the equal employment opportunity program of the City of Atlanta and under the Code of Ordinances and shall post copies of the notice in conspicuous places available to employees and applicants for employment. The Contractor shall register all workers in the skilled trades who are below the journeyman level with the U.S. Bureau of Apprenticeship and Training.

The Contractor shall furnish all information and reports required by the contract compliance officer pursuant to the Code of Ordinances, and shall permit access to the books, records, and accounts of the Contractor during normal business hours by the contract compliance officer for the purpose of investigation so as to ascertain compliance with the program.

The Contractor shall take such action with respect to any subcontractor as the city may direct as a means of enforcing the provisions of paragraphs (a) through (h) herein, including penalties and sanctions for noncompliance; provided, however, that in the event the Contractor becomes involved in or is threatened with litigation as a result of such direction by the city, the city will enter into such litigation as is necessary to protect the interest of the city and to effectuate the equal employment opportunity program of the city; and, in the case of contracts receiving federal assistance, the Contractor or the city may request the United States to enter into such litigation to protect the interests of the United States.

The Contractor and its subcontractors, if any, shall file compliance reports at reasonable times and intervals with the city in the form and to the extent prescribed by the contract compliance officer. Compliance reports filed at such times directed shall contain information as to employment practices, policies, programs and statistics of the Contractor and its subcontractors.

The Contractor shall include the provisions of paragraphs (a) through (h) of this equal employment opportunity clause in every subcontract or purchase order so that such provisions will be binding upon each subcontractor or vendor.

A finding, as hereinafter provided, that a refusal by the Contractor or subcontractor to comply with any portion of this program, as herein provided and described, may subject the offending party to any or all of the following penalties:

Withholding from the Contractor in violation all future payments under the involved contract until it is determined that the Contractor or subcontractor is in compliance with the provisions of the contract;

Refusal of all future bids for any contract with the City of Atlanta or any of its departments or divisions until such time as the Contractor or subcontractor demonstrates that there has been established and there shall be carried out all of the provisions of the program as provided in the Code of Ordinances;

Cancellation of the public contract;

In a case in which there is substantial or material violation of the compliance procedure herein set forth or as may be provided for by the contract, appropriate proceedings may be brought to enforce those provisions, including the enjoining, within applicable law, of Contractors, subcontractors or other organizations, individuals or groups who prevent or seek to prevent directly or indirectly compliance with the policy as herein provided.

**Prohibition on Kickbacks or Gratuities/Non-Gratuity.** The undersigned acknowledges the following prohibitions on kickbacks and gratuities:

It is unethical for any person to offer, give or agree to give any employee or former employee a gratuity or an offer of employment in connection with any decision, approval, disapproval, recommendation, preparation or any part of a program requirement or a purchase request, influencing the content of any specification or procurement standard, rendering of advice, investigation, auditing or in any other advisory capacity in any proceeding or application, request for ruling, determination, claim or controversy or other particular matter pertaining to any program requirement or a contract or subcontract or to any solicitation or proposal therefor.

It is unethical for any employee or former employee to solicit, demand, accept or agree to accept from another person a gratuity or an offer of employment in connection with any decision, approval, disapproval, recommendation, preparation or any part of a program requirement or a purchase request, influencing the content of any specification or procurement standard, rendering of advice, investigation, auditing or in any other advisory capacity in any proceeding or application, request for ruling, determination, claim or controversy or other particular matter pertaining to any program requirement or a contract or subcontract or to any solicitation or proposal therefor.

It is also unethical for any payment, gratuity or offer of employment to be made by or on behalf of a subcontractor under a contract to the prime Contractor or higher tier subcontractor or any person associated therewith as an inducement for the award of a subcontract or order.

**Declaration**

Under penalty of perjury, I declare that I have examined this Respondent Disclosure Form and all attachments to it, if applicable, and, to the best of my knowledge and belief all statements contained herein and in any attachments, if applicable, are true, correct and complete.

I certify that this offer is made without prior understanding, agreement, or connection with any corporation, firm, or person submitting an offer for the same supplies, services, construction, or professional or consultant services, and is in all respects fair and without collusion or fraud. I understand collusive bidding is a violation of city, state and federal law and can result in fines, prison sentences, and civil damages awards. I agree to abide by all conditions of this solicitation and offer and certify that I am authorized to sign for this Respondent.

Sign here if you are an individual:

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Subscribed and sworn to or affirmed by \_\_\_\_\_ (name) this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_

Notary Public of \_\_\_\_\_ (state)

My commission expires: \_\_\_\_\_

Sign here if you are an authorized representative of a responding entity or partnership:

Printed Name of Entity or Partnership: \_\_\_\_\_

Signature of authorized representative: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_, 20\_\_

Subscribed and sworn to or affirmed by \_\_\_\_\_ (name), as the \_\_\_\_\_ (title) of \_\_\_\_\_ (entity or partnership name) this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_

Notary Public of \_\_\_\_\_ (state)

My commission expires: \_\_\_\_\_

## **FORM 2**

### **Respondent Financial Disclosure**

**Instructions:** Respondent must provide accurate and legible financial disclosures to the City as requested below.

A "Respondent" is an individual, entity or partnership submitting a Qualification Statement in response to this RFQ.

1. If the Respondent is an individual, financial disclosures for that individual must be provided.
2. If the Respondent is an entity or partnership, financial disclosures for that entity or partnership must be provided.
3. If the Respondent is a newly formed entity or partnership (formed within the last three years), financial disclosures for that entity or partnership must be provided together with full financial disclosure from the entity's or partnership's owners. Financial Disclosure includes a full response to all questions and requests for documentation listed in this **Form 4**.

For example, if the Respondent is a newly formed entity (formed within the last three years) made up of two separate entities (e.g., a majority interest owner and a minority interest owner), then financial disclosure is required from the Respondent entity, and financial disclosure is also required from each of the two owners (majority entity owner and minority entity owner) as well.

The Respondent (and its owners, if applicable) must submit hard copies of all financial disclosures in response to this **Form 2**.

**Part A - General Information:**

Name of the Respondent:

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Name of individual, entity or  
partnership completing this Form:

---

Relationship of individual, entity  
or partnership completing this Form  
to the Respondent:

---

Contact information of individual,  
entity or partnership completing  
this Form:

---

Address

---

Phone Number(s)

---

Email:

---

**Part B: Financial Information:**

1. The Respondent, and its owners, if applicable, should demonstrate its financial capability and stability by selecting and providing documentation from one of the following three groups of requests (see below). Please circle which group, (a), (b), or (c), is selected and provide the supporting documentation with the Qualification Statement.

- (a) Financial statements for the three (3) most recent consecutive fiscal years, audited by a Certified Public Accountant ("CPA"), including:

- (i) Income Statement;
- (ii) Balance Sheet; and
- (iii) Statement of Cash Flows.

- (b) Financial statements for the three (3) most recent consecutive fiscal years, either reviewed or compiled by a Certified Public Accountant ("CPA"), including:

- (i) Income Statement;
- (ii) Balance Sheet; and
- (iii) Satisfactory proof of Respondent's ability to obtain a Performance Bond for the amount of \$10 million (U.S.).

- (c) Unaudited, self-prepared financial statements for the three (3) most recent consecutive fiscal years, including:

- (i) Income Statement;
- (ii) Balance Sheet;
- (iii) Satisfactory proof of Respondent's ability to obtain a Performance Bond for the amount of \$10 million (U.S.);
- (iv) Two (2) banks or other institutional lenders' references; and
- (v) Dunn and Bradstreet report for the last two (2) years.

2. Fill in the blanks below to provide a summary of all of the Respondent's assets and liabilities for the three (3) most recent years (calculated from the date of the end of the fiscal year).

ALL FIGURES BELOW MUST BE REPRESENTED IN U.S. CURRENCY (\$).

Standard currency of Respondent's Financial Statements: \_\_\_\_\_

The exchange rate used: \_\_\_\_\_ = US \$ \_\_\_\_\_

Most recent three (3) years

	<u>Year: 20</u> (Thousands)	<u>Year: 20</u> (Thousands)	<u>Year: 20</u> (Thousands)
Current Assets	\$.....	\$.....	\$.....
Current Liabilities	\$.....	\$.....	\$.....
Property & Equip.	\$.....	\$.....	\$.....
Working Capital	\$.....	\$.....	\$.....
Sales/ Revenue	\$.....	\$.....	\$.....
Total Assets	\$.....	\$.....	\$.....
Total Liabilities	\$.....	\$.....	\$.....
Interest Charges	\$.....	\$.....	\$.....
Net Income	\$.....	\$.....	\$.....
Net-Worth	\$.....	\$.....	\$.....

3. Will Respondent use or require an open line of credit for the project? Yes or No.

If yes, the Respondent must provide the source of the line of credit on bank letterhead for the bank providing the line of credit. The bank contact information must include: contact name, title, address, telephone, fax and e-mail address.

### Declaration

Under penalty of perjury, I declare that I have examined this Respondent Financial Disclosure form and all attachments to it, if applicable, and, to the best of my knowledge and belief, and all statements contained in it and all attachments, if applicable, are true, correct and complete.

Whether you are an individual executing this form or you are an authorized representative of an entity executing this form, the person signing below must sign or affirm in the presence of a Notary Public. The Notary Public's signature and seal must be provided, together with the date of the notarial act.

Sign here if you are an individual:

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_, 20\_\_

Subscribed and sworn to or affirmed by \_\_\_\_\_ (name) this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
Notary Public of \_\_\_\_\_(state)

My commission expires: \_\_\_\_\_

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Sign here if you are an authorized representative of a responding entity:

Printed Name of Entity: \_\_\_\_\_

Signature of authorized representative: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_, 20\_\_

Subscribed and sworn to or affirmed by \_\_\_\_\_ (name), as the \_\_\_\_\_ (title) of \_\_\_\_\_ (entity name) this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
Notary Public of \_\_\_\_\_(state)

My commission expires: \_\_\_\_\_



**FORM 3**

**Acknowledgment of Addenda**

Each Respondent must complete and submit and acknowledgement with its solicitation that it has received all Addenda issued for this solicitation. This form has been included and may be used to satisfy this requirement.

This is to acknowledge receipt of the following **Addenda** for **FC-8110, UNDERWRITING SERVICES**:

☐ None (Check if None)

1. \_\_\_\_\_;
2. \_\_\_\_\_;
3. \_\_\_\_\_; and
4. \_\_\_\_\_.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**Corporate Respondent:**  
**[Insert Corporate Name]**

\_\_\_\_\_

**By:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Title:** \_\_\_\_\_

\_\_\_\_\_  
**Corporate Secretary/Assistant  
Secretary (Seal)**

**Non-Corporate Respondent:**  
**[Insert Respondent Name]**

\_\_\_\_\_

**By:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Title:** \_\_\_\_\_

\_\_\_\_\_  
**Notary Public (Seal)**  
**My Commission Expires:**

**FORM 4**

**RESPONDENT CONTACT DIRECTORY**

This Respondent Contact Directory should include the names, positions/titles, firms, mailing addresses, phone and fax numbers and e-mail addresses for each of the following as it pertains to each of the firms in a Respondent's team:

1. At least two individuals authorized to represent the firm for purposes of this Solicitation; and
2. All of Respondent's subcontractors (if any).

NAME	POSITION/TITLE	MAILING ADDRESS	PHONE NUMBER	FAX NUMBER	EMAIL ADDRESS

**FORM 5**

**Client References**

Each Respondent must provide a list of at least three (3) references using the below-referenced format. The City is interested in reviewing references that are able to attest to a Respondent's performance ability and credibility in a particular industry or trade.

Reference:	Name
	Address
	City, State, Zip
	Phone
	Fax

Project Title:

Contact Person:	_____
Direct Telephone:	_____
Email Address:	_____

Date(s) of Project: \_\_\_\_\_

Description of Services:

Total Amount of Contract Including Change Orders:

Respondent's Role and Responsibilities:

Current Completion Status:

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*(Use the Same Format to Provide the Additional References)*